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February 21, 2002

Recordation No. 23842-A

RECORDATION NO. 23842-A FILED

FEB 21 '02 12-35 PM
TS
SURFACE TRANSPORTATION BOARD

Dear Mr. Williams:

On behalf of Flex Leasing I, LLC, I submit for filing and recording under 49 U.S.C. § 11301 (a) and the regulations applicable thereunder, executed counterparts of a secondary document, not previously recorded, entitled Memorandum of Supplement ("Supplement") dated as of February 21, 2002.

The parties to the enclosed Supplement are:

Flex Leasing I, LLC Suite 300 234 Front Street San Francisco, CA 94111	-	LESSOR
Railtex, Inc. Second Floor 5300 Broken Sound Blvd. Boca Raton, FL 33487	-	LESSEE

The said Supplement, among other things, acts to lease only the equipment listed in Annex A thereto by the Lessor to the Lessee.

The equipment covered by the instant Supplement is as identified in Annex A thereto, copy attached, namely 78 flatcars, as follows: LW62043-62120.

A short summary of the Supplement to appear in the Surface Transportation Board Index is as follows:

"Lease of 78 flatcars, LW62043-62120."

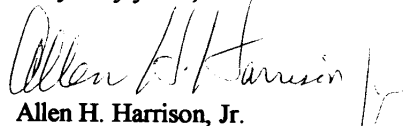
Please enter under this Recordation No. the following cross index reference:

"See Recordation No. 21888-X."

Enclosed is a check in the amount of fifty-six dollars (\$56.00) in payment of the filing fee (28.00) and the cross indexing fee (28.00).

Once the filing has been made, please return to bearer the stamped counterpart(s) of the document not required for filing purposes, together with the letter from the Surface Transportation Board acknowledging the filing, and the two extra copies of this letter of transmittal.

Very truly yours,


Allen H. Harrison, Jr.
*Attorney for Flex Leasing I, LLC,
for the purpose of this filing.*

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Enclosures
Annex A Attached

BY HAND

8212-020

ANNEX A

Description of Equipment

Seventy-eight (78) 62' inside length Bulkhead flatcars; 5' high end bulkheads, Plate C; 101-ton capacity, 286,000 lb. gross rail load, swing-motion trucks; end of car cushioning numbered:

LW 62043 through 62170 inclusive

[Bulkhead Flatcars]

[500]

NYO1/COHEW/598415.1

** TOTAL PAGE. 27 **

MEMORANDUM OF SUPPLEMENT

FLEX LEASING CORPORATION and **FLEX LEASING I, LLC** collectively filed that certain Memorandum of Lease with (a) the Surface Transportation Board (the "STB"), Recordation No. 23842, on January 18, 2002 at 2:42 p.m. and (b) the Registrar General of Canada (the "RGC") on the 18th day of January, A.D. 2002 at 2:41 p.m., relating to the lease described below:

That certain lease, dated as of January 17, 2002 (the "Lease"), between **FLEX LEASING CORPORATION**, a Delaware corporation ("Lessor"), having its chief executive office at 234 Front Street, Suite 300, San Francisco, California 94111, and **RAILTEX, INC.** ("Lessee"), having its chief executive office at 5300 Broken Sound Boulevard, N.W., Second Floor, Boca Raton, Florida 33487.

The new lessor, **FLEX LEASING I, LLC**, only as to the railcars listed on Annex A attached hereto, and Lessee have added the additional railcars listed on Annex A attached hereto to the Lease and wish to supplement the Memorandum of Lease.

RECORDED NO. 23842-A FILED

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SURFACE TRANSPORTATION BOARD

NY01/COHEW/698415.1

ANNEX A

Description of Equipment

Seventy-eight (78) 62' inside length Bulkhead flatcars; 5' high end bulkheads, Plate C; 101-ton capacity, 286,000 lb. gross rail load, swing-motion trucks; end of car cushioning numbered:

LW 62043 through 62120 inclusive

[Bulkhead Flatcars]